

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

FCC/MELLON

JUN 21 2002

DOCKET FILE COPY ORIGINAL

Approved by OMB

3060-0589

Page 1 of 1

(1) LOCKBOX #

358145

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Garvey, Schubert & Barer

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

815.00

(4) STREET ADDRESS LINE NO. 1

1000 Potomac Street NW

(5) STREET ADDRESS LINE NO. 2

Fifth Floor

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20007

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-965-7880

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0004-9885-64

(12) PAYER (TIN)

091-0815778

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

American Microwave & Communications, Inc.

(14) STREET ADDRESS LINE NO. 1

2510 West Main Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Lansing

(17) STATE

MI

(18) ZIP CODE

48917

(19) DAYTIME TELEPHONE NUMBER (include area code)

517-485-3000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0002-7657-17

(22) APPLICANT (TIN)

38-1660933

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

AMCI

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

815.

(27A) TOTAL FEE

815.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

☐ MASTERCARD

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

LAW OFFICES
GARVEY, SCHUBERT & BARER
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

SEATTLE
EIGHTEENTH FLOOR
1191 SECOND AVENUE
SEATTLE, WASHINGTON 98101-2939
(206) 464-3939

FIFTH FLOOR
1000 POTOMAC STREET, N.W.
WASHINGTON, D.C. 20007-3501
(202) 965-7880
FAX (202) 965-1729

PORTLAND
ELEVENTH FLOOR
121 S.W. MORRISON STREET
PORTLAND, OREGON 97204-3141
(503) 228-3939

NEW YORK
EIGHTH FLOOR
599 BROADWAY
NEW YORK, NEW YORK 10012-3235
(212) 334-1222

02-183

PLEASE REPLY TO
JOHN WELLS KING
WASHINGTON, DC OFFICE
VOICE MAIL EXTENSION (202) 298-2520
E-MAIL: JKING@GSBLAW.COM

File No.: 0857-101-61
20644-00101

June 21, 2002

VIA COURIER

Federal Communications Commission
Attn: Marlene H. Dortch, Secretary
Federal Communications Commission
Common Carrier Domestic Services
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: American Microwave & Communications, Inc.
SECTION 214 APPLICATION FOR AUTHORITY TO ACQUIRE ASSETS

Dear Ms. Dortch:

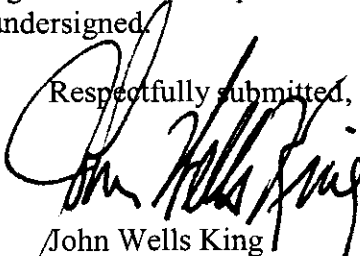
Transmitted herewith pursuant to Section 1.742 of the Commission's Rules, are an original and two copies of an Application for Authority to Acquire Assets, pursuant to Section 214 of the Communications Act of 1934, as amended.

This application is filed pursuant to Section 63.04 of the Commission's Rules. Kindly note that the applicant has shown that the application is eligible for **streamlined processing** under Section 63.03(b) of the Commission's Rules.

This firm's check in the amount of \$815.00 is enclosed to cover the applicable filing fee.

If there are any questions regarding the information provided by the Assignor or the Assignee, kindly communicate with the undersigned.

Respectfully submitted,



John Wells King

JWK:gr
Enclosures

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)

AMERICAN MICROWAVE)
& COMMUNICATIONS, INC.,)
Assignor,)

02-183

and)

File No. _____

AMCI ACQUISITION L.P.,)
Assignee)

Application for Authority Pursuant)
to Section 214 of the Communications)
Act of 1934, as amended, to Acquire Assets)

APPLICATION FOR AUTHORITY TO ACQUIRE ASSETS

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04¹, American Microwave & Communications, Inc., ("American") and AMCI Acquisition L.P. ("AMCI") hereby seek authority of the Federal Communications Commission ("FCC") for acquisition by AMCI of the assets of American, which is authorized by the FCC to operate as a miscellaneous common carrier.

¹ Adopted March 14, 2002, 17 FCC Rcd 5517, effective June 14, 2002. See *Public Notice*, "Wireline Competition Bureau Announces Effective Date For New Domestic Section 214 Transfer of Control Applications," DA 02-1353, released June 7, 2002.

INTRODUCTION

American and AMCI have entered into an asset purchase agreement dated as of May 31, 2002, whereby American will sell all of its assets to AMCI. American is a Michigan corporation with its principal office and place of business at 188 Inverness Drive West, Englewood, Colorado 80112. American operates a point-to-point terrestrial microwave radio system in the State of Michigan which is dedicated exclusively to the delivery of video signals to television stations and cable TV systems. American does not offer telecommunications services to the general public. American is a wholly-owned subsidiary of AT&T Broadband, LLC.

The following information is provided as specified by Section 63.04 of the Commission's Rules.

(1) *Applicant name, address, and telephone number:*

AMERICAN MICROWAVE & COMMUNICATIONS, INC.
188 Inverness Drive West
Englewood, Colorado 80112
303/858-3500

AMCI ACQUISITION L.P.
11850 Jones Road
Houston, Texas 77070
832/752-4480

(2) *Place of Organization:*

American is a Michigan corporation

AMCI is a Texas limited partnership

(3) *Contact Person:*

For American and For AMCI:

John Wells King, Esquire
Garvey, Schubert & Barer
1000 Potomac Street NW
Washington DC 20007
202/965-7880
Legal Counsel

- (4) *Name, address, citizenship, principal business of 10% or more equity holders.*

AMCI (all parties are U.S. citizens):

USA Communications LLC
11011 Jones Road
Houston, Texas 77070
Nature of Interest: General Partner
Principal Business: investment enterprise for communications investments
Percent Equity: 1.0%

Robert K. Fuller
11011 Jones Road
Houston, Texas 77070
Nature of Interest: Managing Partner
Principal Business: Investments and Entrepreneurship
Percent Equity: 89%

Everett Dickson
11850 Jones Road
Houston, Texas 77070
Nature of Interest: Limited Partner
Principal Business: Tower ownership and management
Percent Equity: 10%

- (5) *Anti-Drug Abuse Act Certification*

The applicant certifies that no party to the application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) *Description of the Transaction*

AMCI proposes to acquire the assets of American pursuant to an asset purchase and sale agreement between the parties. American is engaged in the business of providing transport for the delivery of video signals to various television stations and cable systems in the State of Michigan. AMCI proposes to continue the business substantially as conducted presently by American.

(7) *Geographic area of service and type of service*

American provides service in the State of Michigan as a miscellaneous common carrier, see Section 101.3, 47 C.F.R. § 101.3. American is a wholly-owned subsidiary of AT&T Broadband, LLC, which provides cable television, high-speed cable Internet services, and telephone services nationwide. AT&T Broadband, LLC is owned by AT&T Corp.

AMCI is a new entrant in the telecommunications industry. It has no other business interests. Its principals are experienced in industry-related enterprises such as the ownership and management of tower structures that serve as antenna support structures for telecommunications companies.

(8) *Classification of application under streamlined categories*

This application is appropriate for streamlined treatment under Section 63.03(b) of the Commission's Rules, 47 C.F.R. § 63.03(b), because it is consistent with the characteristics specified in subsection (b)(2), specifically:

a. The transaction will result in AMCI having a market share in the interstate, interexchange market of less than 10 percent (indeed, its share will be zero because the company is not engaged in providing service in the interstate, interexchange market);

b. The transferee will not provide competitive telephone exchange service or exchange access services at all; and

c. Neither applicant is dominant with respect to any service.

(9) *Related applications*

Because the transaction proposes the acquisition of assets by AMCI that include authorizations issued by the Commission for operation of American's point-to-point microwave radio facilities, there is pending an application (Form 603) for Commission consent to assignment of such authorizations. That application includes two additional licenses issued in the Industrial Business Radio Service and the Local Television Transmission Service. AMCI is acquiring assets from another AT&T Broadband, LLC subsidiary, TCI Microwave, Inc., for which a separate Section 214 Application is concurrently filed.

(10) *Special consideration*

There are no circumstances that require the applicants to request special consideration.

(11) *Waiver requests*

There are no separately filed waiver requests sought in conjunction with the transaction.

(12) *Public interest factors*

Favorable action on this application will promote the public interest by allowing the business developed and operated by American for many years, to be carried on by a new entrant in the telecommunications industry. AMCI brings industry-related experience to the task, and under the ownership, direction and management of the AMCI management team, AMCI is committed to the continued provision of high-quality, communications services to American's customers. This,

in turn, will benefit the public, through its reliance on the broadcast and cable program services provided by American's customers.


Accordingly, the public interest will be served by a grant of this application, and it is hereby respectfully requested.

**AMERICAN MICROWAVE
& COMMUNICATIONS, INC.**

By: _____
Ron Cooper
Vice President

Respectfully submitted,

AMCI ACQUISITION L.P.

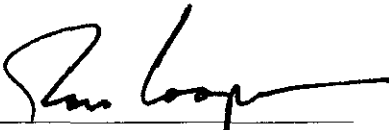
By: 
Robert K. Fuller
Managing Partner

Date: 6-20, 2002

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**AMERICAN MICROWAVE
& COMMUNICATIONS, INC.**

By: 
Ron Cooper
Vice President

Respectfully submitted,

AMCI ACQUISITION L.P.

By: _____
Robert K. Fuller
Managing Partner

Date: 6-20, 2002